



Britannia LIFE SCIENCES INC.
2400 – 120 Adelaide Street West
Toronto, Ontario, M5H 1T1

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of Britannia Life Sciences Inc. ("**Britannia**" or the "**Company**") will be held at the offices of Bennett Jones LLP at One First Canadian Place, 100 King Street West, Suite 3400, Toronto, Ontario, M5X 1A4, Canada on Thursday December 15, 2022 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the auditor's report thereon;
2. to consider and, if thought fit, pass with or without variation, an ordinary resolution to re-appoint Zeifmans LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
3. to elect directors of the Company for the ensuing year; and
4. to transact such further or other business as may properly be brought before the Meeting or any adjournments thereof.

The accompanying management information circular of the Company dated November 14, 2022 (the "**Circular**"), which forms part of this notice, provides additional information relating to the matters to be dealt with at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is the close of business on November 10, 2022 (the "**Record Date**"). Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Each common share of Britannia (each, a "**Common Share**") held by a Shareholder that is entitled to vote at the Meeting will entitle the holder thereof to one vote at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to be present at the Meeting are requested to complete, date, sign and return, in the envelope provided for that purpose, the accompanying form of proxy (the "Proxy") for use at the Meeting or any adjournment thereof. To be effective, the Proxy must be received by our transfer agent, Odyssey Trust Company located at 702 – 67 Yonge Street, Toronto, Ontario, M5E 1J8, Canada by no later than 10:00 a.m. (Toronto Time) on December 13, 2022 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept Proxies received after such deadline.

Shareholders may use the internet to transmit voting instructions on or before the date and time noted above, and may also use the internet to appoint a proxyholder to attend and vote on behalf of the Shareholder, at the Meeting. For information regarding voting or appointing a Proxy, see the form of Proxy for Shareholders and/or the section entitled "*Proxy Related Information*" in the accompanying Circular.

If a Shareholder received more than one Proxy because such holder owns Common Shares registered in different names or addresses, each Proxy should be completed and returned.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary (an "**Intermediary**"), please complete and return the Proxy or voting instruction form provided to you by your Intermediary in accordance with the instructions provided therein.

The Proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of Britannia knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the accompanying Proxy are encouraged to review the Circular carefully before submitting the Proxy.

The Circular, a Proxy or voting instruction form and a financial statement request form accompany this Notice of Meeting.

DATED the 14th day of November, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "Peter Shippen"

Peter Shippen
Director, Chief Executive Officer

Whether or not you expect to attend the Meeting in person, please complete, date, sign and return the accompanying Proxy at your earliest convenience. The accompanying Circular provides further information respecting Proxies and the matters to be considered at the Meeting and is deemed to form part of this Notice of Meeting.